

RECORDATION NO. 26734-B FILED

NOV 15 '10 -11 55 AM

SURFACE TRANSPORTATION BOARD

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November 15, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Security Interest, dated as of November 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Memorandum of Mortgage previously filed with the Board under Recordation Number 26734-A.

The names and addresses of the parties to the enclosed document are.

Security Trustee: Wells Fargo Bank Northwest, N.A.
299 South Main Street
Salt Lake City, UT 84111

[Borrower: BBRX Three LLC
600 Lexington Avenue, 19th Floor
New York, NY 10022]

The railroad equipment covered by the enclosed document is unchanged from the original filing and consists of the following:

1,205 railcars RELEASED as follows:

125 railcars: CCTX 7001 – CCTX 7125

15 railcars: EDEX 99424 – EDEX 99438 (reporting mark changed to BNBX)

125 hopper railcars within the series TVAX 25377 – TVAX 25624 as more particularly set forth in the attachment to the document

237 railcars: NS 472000 – NS 472239 (not including casualties NS 472030, NS 472033 and NS 472201)

100 railcars AOK 34200 – AOK 34299

303 railcars. PSTX 2001 – PSTX 2307 (not including casualties PSTX 2290, PSTX 2292, PSTX 2293 and PSTX 2294)

20 covered hopper railcars: LAFX 60141 – LAFX 60160

20 covered hopper railcars: LAFX 60161 – LAFX 60180

10 covered hopper railcars: SWSX 60601 – SWSX 60610 (reporting mark changed to BNBX)

125 hopper railcars: OUCX 26001 – OUCX 26125 (reporting mark changed to BNBX)

125 hopper railcars: AZPX 90001 – AZPX 90125 (reporting mark changed to BNBX)

A short summary of the document to appear in the index is

Release of Security Interest

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Chief
Section of Administration
15 November, 2010
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Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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RELEASE OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

The undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association organized under the laws of the United States of America, as Security Trustee (the "Security Trustee") under the Security Agreement, dated as of December 22, 2006 (the "Security Agreement"), by and between BBRX Three LLC, as Borrower (the "Borrower"), the senior lenders named therein, and Hypo Public Finance USA, LLC (as successor to Hypo Public Finance USA, Inc.), as senior agent, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge the security interests held by it insofar as the same encumber that certain Items of Equipment and Leases identified on Schedule A attached hereto (the "Released Equipment") and subject to the Memorandum of Mortgage (as defined below).

Such security interests were granted pursuant to that certain Memorandum of Amended and Restated Mortgage, between the Borrower, as grantor, in favor of the Security Trustee, which was filed with the Surface Transportation Board on December 26, 2006 at 11:30 a.m. under Recordation Number 26734 (the "Memorandum of Mortgage").

This instrument is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the Security Agreement and Memorandum of Mortgage or to impair said lien upon any property subject thereto except the Released Equipment.

IN WITNESS WHEREOF, Security Trustee, has caused this instrument to be executed by its officer thereunto duly authorized this 15th day of November, 2010.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION,
as Security Trustee

By: 

Name: G. Brad Martin

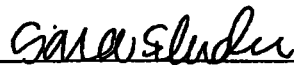
Title: Assistant Vice President

STATE OF [Utah])

) ss:

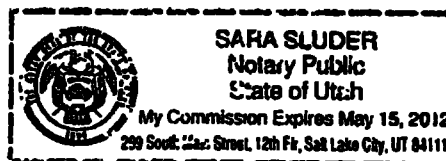
COUNTY OF [Salt Lake])

On this 9th day of November, 2010 before me personally appeared G. Brad Martin to me personally known, who, being by me duly sworn, said that he/she is a A.V.P. of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

My commission expires:

May 15, 2012



[Release of Security Interest]

SCHEDULE A

Lease #	Lessee	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks
1	Coleto Creek Power, LP	125	2005 by FreightCar America, Inc.	4520 CF Aluminum body rotary dump BethGon II coal porter railcars, 286,000 GRL, AAR car type code J311	CCTX 7001-7125, inclusive	None
2	The Empire District Electric Company	15	2005 by FreightCar America, Inc.	4520 CF Aluminum body rotary dump BethGon II coal porter railcars, 286,000 GRL, AAR car type code J311	EDEX 99424-99438, inclusive [Reporting mark changed to BNBX]	None
3	Tennessee Valley Authority	125	2005 by FreightCar America, Inc.	4200 CF Aluminum body Rotary AutoFlood III open top coal hopper railcars, 286,000 GRL; AAR car type code K341	TVAX 25377, 25390, 25477, 25478, 25491, 25492, 25503, and 25507-25624, inclusive	None
4	Norfolk Southern Railway Company	237	2003 by National Steel Car Limited	60' Plate F cushioned boxcars with 12' plug doors, 286,000 GRL, AAR car type code B635	NS 472000-472239, inclusive	NS 472030, 472033, and 472201

Lease #	Lessee	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks
5	Canadian National Railway Company	100	2005 and 2006 by Trinity Rail Group, LLC	112-Ton, 42' continuous trough covered coil cars, 286,000 GRL, AAR car type code E241	AOK 34200-34299, inclusive	None
6	Consumers Energy Company	303	2006 by FreightCar America, Inc.	4520 CF Aluminum Outside Stake BethGon II coal porter railcars, 286,000 GRL, AAR car type code J311	PSTX 2001-2307, inclusive	PSTX 2290, 2292, 2293 and 2294
7	Lafarge North America, Inc. #1	20	2006 by Trinity North American Freight Car, Inc.	3230 CF Pressure Differential covered hopper railcars, 286,000 GRL, AAR car type code C612	LAFX 060141-060160, inclusive	None
8	Lafarge North America, Inc. #2	20	2006 by Trinity North American Freight Car, Inc.	3230 CF Pressure Differential covered hopper railcars, 286,000 GRL, AAR car type code C612	LAFX 060161-060180, inclusive	None

Lease #	Lessee	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks
9	Superior Well Services, Inc.	10	2006 by Trinity North American Freight Car, Inc.	3230 CF Pressure Differential covered hopper railcars, 286,000 GRL, AAR car type code C612	SWSX 60601-60610, inclusive [Reporting mark changed to BNBX]	None
10	Orlando Utilities Commission	125	2006 by FreightCar America, Inc.	4200 CF Aluminum body AutoFlood III open top hopper railcars, 286,000 GRL, AAR car type code K341	OUCX 26001-26125, inclusive [Reporting mark changed to BNBX]	None
11	Arizona Electric Power Cooperative	125	2006 by FreightCar America, Inc.	4200 CF Aluminum body AutoFlood III open top hopper railcars, 286,000 GRL, AAR car type code K341	AZPX 90001-90125, inclusive [Reporting mark changed to BNBX]	None

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

11/15/10



Robert W. Alvord